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ARTICLES OF INCORPORATION

 \mathbf{OF}

DIAMOND TURF SALES & MARKETING, INC.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLEI

The name of the corporation shall be:

Diamond Turf Sales & Marketing, Inc. (the "Corporation").

FILED OO FEB 21 PM 12: 56 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of such laws.

ARTICLE IV

- Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being as follows:
 - (A) 1,000 shares of Class A Common Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$10.00.
 - (B) 9,000 shares of Class B Common Non-Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$90.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation 2601 S. Bayshore Drive Suite 1600 Miami, FL 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Monte Friedkin 6300 Park of Commerce Blvd. Boca Raton, Florida 33487

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation 2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

6300 Park of Commerce Blvd. Boca Raton, Florida 33487

Executed at Miami, Florida this 1st day of February, 2000.

A Z REGISTERED AGENT CORPORATION,

Incorporator

Justin T. Wilson,

Secretary and Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Diamond Turf Sales & Marketing, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of February, 2000.

A Z REGISTERED AGENT CORPORATION,

Registered Agent

Justin T. Wilson,

Secretary and Treasurer

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